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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 27, 2001

APPLICATION OF

DENTAQUEST VENTURES, INC.

CASE NO. INS010191

For approval of acquisition  
of control of Consumer Dental  
Care of Virginia, Inc.

PROTECTIVE ORDER

WHEREAS, on August 2, 2001, DentaQuest Ventures, Inc. ("DentaQuest"), a Delaware corporation and wholly-owned subsidiary of Dental Services of Massachusetts, Inc., a non-profit dental service corporation, doing business as Delta Dental Plan of Massachusetts ("Delta Dental"), by counsel, filed with the Commission a Form A application for approval of acquisition of control of Consumer Dental Care of Virginia, Inc. ("Consumer Dental"), a Virginia-domiciled health maintenance organization;

WHEREAS, on August 13, 2001, DentaQuest, by counsel, filed with the Commission certain supplemental information to its Form A application;

WHEREAS, by Motion for Protective Order filed with the Commission on August 13, 2001, DentaQuest, by counsel, requested that the information related to the ownership of Consumer Dental

and the dollar amounts to be allocated to the owners of Consumer Dental, set forth in the Stock Purchase Agreement, which agreement is designated as Exhibit A to the Form A application, be treated as confidential and not be made available for public inspection;

WHEREAS, DentaQuest also requested that Exhibits B through G to the Stock Purchase Agreement, which agreement is designated as Exhibit A to the Form A application, be treated as confidential and not be made available for public inspection; and

THE COMMISSION, having considered the aforesaid motion and for good cause shown, is of the opinion that DentaQuest's Motion for Protective Order should be granted;

THEREFORE, IT IS ORDERED that the information related to the ownership of Consumer Dental and the dollar amounts to be allocated to the owners of Consumer Dental set forth in the Stock Purchase Agreement and Exhibits B through G to the Stock Purchase Agreement, which agreement is designated as Exhibit A to the Form A application, shall be afforded confidential treatment by the Clerk of the Commission and shall not be made available for public inspection without further order of the Commission.